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December 15, 1998

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D.C. 20423

RECORDATION NO 20900-B FILED
DEC 16 '98 10-55 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD
DEC 16 10 55 AM '98

Dear Janice,

Enclosed is an original plus 2 copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and

- 1) Corn Products International Inc. dated 12/1/98 (return 2 copies)
- 2) Greenbrier Leasing Corporation dated 12/1/98 (return 2 copies)
- ✓ 3) Greenbrier Leasing Corporation dated 12/1/98 (return 2 copies)
- 4) Greenbrier Leasing Corporation dated 12/1/98 (return 2 copies)

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler

Rebecca Heisler
Administrator

enclosure

DEC 16 '98

10-55 AM

FORM OF MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 1st day of December, 1998 is made by Greenbrier Leasing Corporation, a Oregon corporation, with an address at One Centerpointe Drive, Suite 200, Lake Oswego, OR 97035 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of 9/30/97 covering the equipment listed on Rider 1 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Name: LAWRENCE E. LITTLEFIELDTitle: VICE PRESIDENT

GREENBRIER LEASING CORPORATION,

By: Name: Dennis M. WebbTitle: Executive Vice President

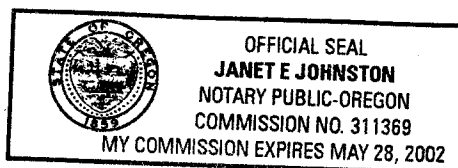
STATE OF OREGON)
) ss:
COUNTY OF CLACKAMAS)

On this 23rd day of November, 1998 before me personally appeared Norriss M. Webb, to me personally known, who by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Janet E Johnston
Notary Public

My Commission expires: 5/28/2002



STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 1st day of December, 1998 before me personally appeared Laurence Littlefield, to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires:

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, 1999
2000

RIDER 1

Car Count: 150

Old Car Mark and Number	New Car Mark and Number	Remark Date
ISRR 8700	CRLE 65400	3/13/98
ISRR 8701	CRLE 65401	3/19/98
ISRR 8702	CRLE 65402	3/13/98
ISRR 8703	CRLE 65403	3/13/98
ISRR 8704	CRLE 65404	3/21/98
ISRR 8705	CRLE 65405	3/19/98
ISRR 8706	CRLE 65406	5/12/98
ISRR 8707	CRLE 65407	3/24/98
ISRR 8708	CRLE 65408	4/21/98
ISRR 8709	CRLE 65409	4/10/98
ISRR 8710	CRLE 65410	2/19/98
ISRR 8711	CRLE 65411	6/6/98
ISRR 8712	CRLE 65412	3/24/98
ISRR 8713	CRLE 65413	2/28/98
ISRR 8714	CRLE 65414	
ISRR 8715	CRLE 65415	
ISRR 8716	CRLE 65416	5/18/98
ISRR 8717	CRLE 65417	6/9/98
ISRR 8718	CRLE 65418	3/13/98
ISRR 8719	CRLE 65419	3/17/98
ISRR 8720	CRLE 65420	4/5/98
ISRR 8721	CRLE 65421	3/26/98
ISRR 8722	CRLE 65422	6/2/98
ISRR 8723	CRLE 65423	3/13/98
ISRR 8724	CRLE 65424	
ISRR 8725	CRLE 65425	4/5/98
ISRR 8726	CRLE 65426	4/17/98
ISRR 8727	CRLE 65427	3/13/98
ISRR 8728	CRLE 65428	6/11/98
ISRR 8729	CRLE 65429	3/25/98
ISRR 8730	CRLE 65430	2/26/98
ISRR 8731	CRLE 65431	2/19/98
ISRR 8732	CRLE 65432	5/5/98
ISRR 8733	CRLE 65433	3/11/98
ISRR 8734	CRLE 65434	2/23/98
ISRR 8735	CRLE 65435	3/26/98
ISRR 8736	CRLE 65436	5/5/98
ISRR 8737	CRLE 65437	4/19/98
ISRR 8738	CRLE 65438	3/26/98
ISRR 8739	CRLE 65439	3/25/98
ISRR 8740	CRLE 65440	3/26/98
ISRR 8741	CRLE 65441	4/13/98
ISRR 8742	CRLE 65442	3/14/98
ISRR 8743	CRLE 65443	4/17/98
ISRR 8744	CRLE 65444	3/13/98
ISRR 8745	CRLE 65445	1/12/98
ISRR 8746	CRLE 65446	3/25/98

Old Car Mark and Number	New Car Mark and Number	Remark Date
ISRR 8747	CRLE 65447	4/17/98
ISRR 8748	CRLE 65448	2/27/98
ISRR 8749	CRLE 65449	4/2/98
ISRR 9000	CRLE 65300	3/13/98
ISRR 9001	CRLE 65301	5/8/98
ISRR 9002	CRLE 65302	3/25/98
ISRR 9003	CRLE 65303	3/13/98
ISRR 9004	CRLE 65304	4/3/98
ISRR 9005	CRLE 65305	5/11/98
ISRR 9006	CRLE 65306	7/8/98
ISRR 9007	CRLE 65307	6/9/98
ISRR 9008	CRLE 65308	4/5/98
ISRR 9009	CRLE 65309	
ISRR 9010	CRLE 65310	2/20/98
ISRR 9011	CRLE 65311	3/26/98
ISRR 9012	CRLE 65312	6/2/98
ISRR 9013	CRLE 65313	7/21/98
ISRR 9014	CRLE 65314	3/24/98
ISRR 9015	CRLE 65315	3/26/98
ISRR 9016	CRLE 65316	5/5/98
ISRR 9017	CRLE 65317	5/19/98
ISRR 9018	CRLE 65318	3/14/98
ISRR 9019	CRLE 65319	4/10/98
ISRR 9020	CRLE 65320	5/7/98
ISRR 9021	CRLE 65321	3/24/98
ISRR 9022	CRLE 65322	3/14/98
ISRR 9023	CRLE 65323	3/24/98
ISRR 9024	CRLE 65324	2/28/98
ISRR 9025	CRLE 65325	4/3/98
ISRR 9026	CRLE 65326	4/21/98
ISRR 9027	CRLE 65327	6/9/98
ISRR 9028	CRLE 65328	7/8/98
ISRR 9029	CRLE 65329	5/1/98
ISRR 9030	CRLE 65330	3/19/98
ISRR 9031	CRLE 65331	3/24/98
ISRR 9032	CRLE 65332	5/16/98
ISRR 9033	CRLE 65333	5/30/98
ISRR 9034	CRLE 65334	6/2/98
ISRR 9035	CRLE 65335	3/24/98
ISRR 9036	CRLE 65336	7/2/98
ISRR 9037	CRLE 65337	3/26/98
ISRR 9038	CRLE 65338	2/20/98
ISRR 9039	CRLE 65339	3/16/98
ISRR 9040	CRLE 65340	5/16/98
ISRR 9041	CRLE 65341	3/13/98
ISRR 9042	CRLE 65342	6/9/98
ISRR 9043	CRLE 65343	6/2/98

RIDER 1

Old Car Mark and Number	New Car Mark and Number	Remark Date
ISRR 9044	CRLE 65344	3/14/98
ISRR 9045	CRLE 65345	
ISRR 9046	CRLE 65346	4/30/98
ISRR 9047	CRLE 65347	3/16/98
ISRR 9048	CRLE 65348	2/19/98
ISRR 9049	CRLE 65349	3/26/98
ISRR 9050	CRLE 65350	6/10/98
ISRR 9051	CRLE 65351	4/2/98
ISRR 9052	CRLE 65352	3/24/98
ISRR 9053	CRLE 65353	
ISRR 9054	CRLE 65354	4/19/98
ISRR 9055	CRLE 65355	1/12/98
ISRR 9056	CRLE 65356	4/16/98
ISRR 9057	CRLE 65357	2/19/98
ISRR 9058	CRLE 65358	6/2/98
ISRR 9059	CRLE 65359	3/17/98
ISRR 9060	CRLE 65360	3/26/98
ISRR 9061	CRLE 65361	4/10/98
ISRR 9062	CRLE 65362	4/9/98
ISRR 9063	CRLE 65363	3/14/98
ISRR 9064	CRLE 65364	3/24/98
ISRR 9065	CRLE 65365	5/11/98
ISRR 9066	CRLE 65366	4/30/98
ISRR 9067	CRLE 65367	6/11/98
ISRR 9068	CRLE 65368	3/21/98
ISRR 9069	CRLE 65369	6/2/98
ISRR 9070	CRLE 65370	2/27/98
ISRR 9071	CRLE 65371	
ISRR 9072	CRLE 65372	3/17/98
ISRR 9073	CRLE 65373	5/12/98
ISRR 9074	CRLE 65374	3/12/98
ISRR 9075	CRLE 65375	3/19/98
ISRR 9076	CRLE 65376	6/2/98
ISRR 9077	CRLE 65377	5/8/98
ISRR 9078	CRLE 65378	4/13/98
ISRR 9079	CRLE 65379	3/5/98
ISRR 9080	CRLE 65380	4/19/98
ISRR 9081	CRLE 65381	6/12/98
ISRR 9082	CRLE 65382	3/16/98
ISRR 9083	CRLE 65383	4/17/98
ISRR 9084	CRLE 65384	3/19/98
ISRR 9085	CRLE 65385	3/24/98
ISRR 9086	CRLE 65386	4/21/98
ISRR 9087	CRLE 65387	3/19/98
ISRR 9088	CRLE 65388	2/26/98
ISRR 9089	CRLE 65389	3/24/98
ISRR 9090	CRLE 65390	3/14/98
ISRR 9091	CRLE 65391	5/8/98
ISRR 9092	CRLE 65392	5/18/98
ISRR 9093	CRLE 65393	7/20/98
ISRR 9094	CRLE 65394	5/5/98

Old Car Mark and Number	New Car Mark and Number	Remark Date
ISRR 9095	CRLE 65395	3/26/98
ISRR 9096	CRLE 65396	6/14/98
ISRR 9097	CRLE 65397	3/25/98
ISRR 9098	CRLE 65398	4/29/98
ISRR 9099	CRLE 65399	5/4/98